

POYHONEN JOHN
Form 4
November 02, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
POYHONEN JOHN

(Last) (First) (Middle)
4767 NEXUS CENTER DRIVE
(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SENOYX INC [SNMX]

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/02/2018		U		111,469 (1)	D	\$ 1.5 (2) 0
Common Stock	11/02/2018		U		108,293 (1) (4)	D	\$ 1.5 (2) 0
						I (3)	By family trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 1.02	11/02/2018		D	417,000	(5) 03/14/2027		Common Stock	417,000
Stock Option (right to buy)	\$ 1.05	11/02/2018		D	363,000	(5) 03/14/2028		Common Stock	363,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POYHONEN JOHN 4767 NEXUS CENTER DRIVE SAN DIEGO, CA 92121	X		President & CEO	

Signatures

/s/ Catherine C. Lee,
Attorney-in-Fact

11/02/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Disposed of pursuant to an Agreement and Plan of Merger (the "Merger Agreement"), dated September 16, 2018, among the Issuer, Firmenich Incorporated, a Delaware corporation ("Parent"), and Sentry Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent ("Purchaser") in exchange for a cash consideration of \$1.50 per share, without interest, subject to any required withholding of taxes. Pursuant to the Merger Agreement, the Purchaser merged with and into the Issuer, with the Issuer surviving as a wholly-owned subsidiary of Parent (the "Merger").

(2) Disposed of pursuant to an Agreement and Plan of Merger (the "Merger Agreement"), dated September 16, 2018, among the Issuer, Firmenich Incorporated, a Delaware corporation ("Parent"), and Sentry Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent ("Purchaser") in exchange for a cash consideration of \$1.50 per share, without interest, subject to any applicable withholding of taxes. Pursuant to the Merger Agreement, the Purchaser merged with and into the Issuer, with the Issuer surviving as a wholly owned subsidiary of Parent (the "Merger").

(3) Prior reports erroneously reflected all shares as indirectly held by trust, when a portion of the shares were actually directly held by the insider as reflected herein.

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- (4) Includes 25,772 shares of Common Stock that were acquired by the Reporting Person on 8/31/18 pursuant to the Issuer's Employee Stock Purchase Plan.

- (5) This option was cancelled in the Merger in exchange for a cash payment equal to \$1.50 per share (without interest) minus the per share exercise price of the option. In connection with the Merger, vesting of the option was accelerated and the option became fully vested and exercisable effective immediately prior to the effective time of the Merger.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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